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August 31, 1989

16037-B  
SEP 1 1989 9 50 AM  
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are one original and four copies of the document hereinafter described. It relates to the railroad equipment identified below.

1. Equipment Schedule No. 3 dated as of May 15, 1989, between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee.

The equipment subject to this document consists of 159 boxcars bearing the marks TOE 6000-6020, 6023-6038, 6042-6045, 6047-6062, 6064, 6600-6620, 7048-7097, 7130-7132, 13200, 13230, 13251, 13253, 13269-13270, 13293, 13296, 13326, 13352, 13378 and 13389, inclusive.

The names and addresses of the parties to the document are as follows:

Lessor: BRAE Transportation, Inc.  
One Hundred Sixty Spear Street  
San Francisco, CA 94105

Lessee: Texas, Oklahoma & Eastern  
Railroad Company  
810 Whittington Avenue  
Hot Springs, AR 71901

Char Kilgore  
C. Quackenbush

Ms. Noreta R. McGee  
August 31, 1989  
Page 2

Please file and record the document with indexing under the foregoing names. Since this is a secondary document related to the Lease Agreement recorded under Recordation Number 16037, it is requested that this document be given the next available letter designation under Recordation Number 16037.

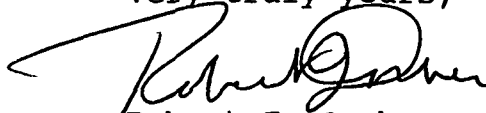
This document is also related to the Equipment Trust Agreements recorded under Recordation Numbers 10630, 9875 and 11879; Equipment Lease Agreements recorded under Recordation Numbers 9762, 9836 and 10053; and the Loan and Security Agreement recorded under Recordation Number 9753. It is, therefore, requested that the document be CROSS-INDEXED under Recordation Numbers 10630, 9875, 11879, 9762, 9836, 10053 and 9753.

A fee of \$104.00 is enclosed for the recordation and the cross-indexing. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

1. Equipment Schedule No. 3 dated as of May 15<sup>th</sup> 1987, between BRAE Transportation, Inc., lessor, and Texas, Oklahoma & Eastern Railroad Company, lessee, for railcars marked as shown in the document.

Very truly yours,



Robert J. Corber  
Attorney for  
Brae Transportation, Inc.

RJC:smg

Enclosures

# COPY

## EQUIPMENT SCHEDULE NO. 3

16037-B  
FILED 1423

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INTERSTATE COMMERCE COMMISSION

BRAE Transportation, Inc. ("BRAE") hereby leases the following railcars to Texas, Oklahoma & Eastern Railroad Company ("Lessee"), pursuant to that certain Lease Agreement dated as of May 20, 1987 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
68	50'6", double sliding Door, 70 ton Boxcars	XP	TOE 6050-6060	340
			6025-6038	430
			6075-6085 6087-6088	480
			6000-6020 6023-6024 6042-6045 6047-6049	490
53	52'6", 12' single sliding Door, 70- ton Boxcars	XM	TOE 7051 7054 7055 7061-7062 7073 7077 7082 7088	350
			TOE 7048-7050 7052-7053 7056-7060 7063-7072 7074-7076 7078-7081 7083-7087 7089-7097	390
			7130-7132	430
1			TOE #____ (specific car # to follow)	

## EQUIPMENT SCHEDULE NO. 3 (con't)

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Internal BRAE Code</u>
12	52'6", 12' single sliding Door, 70- ton Boxcars	XM	TOE 13200 13230 13251 13253 13269 13270 13293 13296 13326 13352 13378 13389	490
24	50'6", 16' double sliding door, 70- ton Boxcars	XM	TOE 6061 6062 6064	340
1			TOE #____ (specific car # to follow)	
			6607 6619	360
		TOE	6600-6606 6608-6618 6620	370

BRAE and Lessee hereby agree that this Equipment Schedule No. 3 shall supersede Equipment Schedule No. 2 and Equipment Schedule No. 2 shall become null and void as of the date hereof.

BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 15<sup>th</sup> day of May, 1989.

BRAE TRANSPORTATION, INC.

By 

Title ASSISTANT VICE PRESIDENT

Date MAY 15 1989

TEXAS, OKLAHOMA & EASTERN  
RAILROAD COMPANY

By 

Title V.P. & Gen. Mgr.

Date 5/22/89

STATE OF

Arkansas

COUNTY OF

Sevier

)  
) ss.  
)

On this 23 day of May, 1989, before me personally appeared Ed Sullivan to me personally known, who being by me duly sworn, did depose and say that such person is V.P. - Gen. Mgr. of Texas, Oklahoma & Eastern Railroad Company, and that the foregoing Equipment Schedule No. 3, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.

[seal]

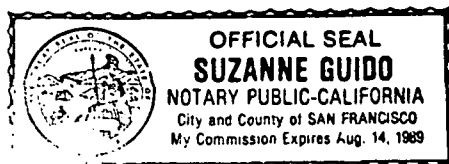
Suzanne Jeanene Guido  
Notary Public  
My Commission Expires 1-29-90

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

)  
) ss.  
)

On this 15 day of May, 1989, before me personally appeared LEANN LLOYD, to me personally known, who being by me duly sworn says that such person is ASSISTANT VICE PRESIDENT of BRAE Transportation, Inc., and that the foregoing Equipment Schedule No. 3, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



[seal]

Suzanne Guido  
Notary Public